

IOWA PEST MANAGEMENT ASSOCIATION INCORPORATED

CONSTITUTION And BY-LAWS

Revised November 9, 2012

ARTICLE I - NAME

The name of the organization shall be IOWA PEST MANAGEMENT ASSOCIATION, INC. hereinafter referred to as the Association.

ARTICLE II- PURPOSE

The objectives of the Association are as follows:

- (A) To promote high standards of conduct and ethics in the pest control industry.
- (B) To foster research and diffusion of knowledge of the industry among its membership.
- (C) To cooperate with the National Pest Management Association and with Government and educational authorities for the good of the community and industry.

ARTICLE III - MEMBERSHIP AND DUES

- (A) The Iowa Pest Management Association is a joint member state with the National Pest Management Association. Membership in one association requires membership in the other.
- (B) Definitions
 - 1. Firm – A sole proprietorship, partnership, corporation, other business entity or group of officers holding common financial interest and engaged in the performance of structural pest control service.
 - a. Home Office - The office of a firm conducting pest control services from more than one location where the firm's policy (personnel, finances, etc.) is made.
 - b. Branch Office – Any office under the control of a home office that has the same firm name.
 - 2. Affiliated Firm – A firm in which one or more of the owners of one firm hold controlling interests of another firm operating under a different name.

(C) **Active Membership** - Any person or firm providing structural pest control services in the State of Iowa, in sympathy with the purposes of this Association, and whose business record is consistent with the Code of Ethics is eligible for Active Membership. Any municipality, governmental or educational entity or business performing in-house general pest control in Iowa, in sympathy with the purposes of this Association, and whose business record is consistent with the Code of Ethics is eligible for Active Membership. Active members have voting power and are eligible for elected office.

(D) **Allied Membership** - Any person, firm or corporation not engaged in pest control service work but which manufactures or supplies products, equipment and other materials or service to the pest control industry shall be eligible for Allied Membership. Allied members shall not have voting power and are not eligible for an elected office.

(E) **Honorary Membership** - Any person the Association or Board of Directors nominates and feels has been of material benefit to the industry shall be eligible for Honorary Membership. An Honorary Member shall not hold an elective office, have voting power or be required to pay dues or assessments.

(F) **Representation** – Membership in the Association belongs to the firm or organization rather than an individual. Each Active Member will have one vote on all matters requiring vote of the membership and shall designate an authorized representative to vote on behalf of the member.

A firm having more than one location (a home office and one or more branch offices) is considered a single member and is entitled to one vote.

(G) **Dues and Assessments** shall be voted on by the Association at the annual meeting. The classes of dues shall be:

- 1) Active Membership
- 2) Allied Membership
- 3) Branch Office Membership.

All dues are to be paid in advance. The membership year is from July 1st to June 30th. Dues will not be prorated for a part of a year.

Special assessments may only be levied for designated purposes by 3/4 vote of members present at any regular or special meeting.

(H) **Application for Membership** - Application for membership must be in writing on forms provided by the Association and accompanied by one year's state and national association member fees.

(I) **Resignations** - All resignations of members shall be presented in writing to the Board of Directors. In the event of resignation during the year, dues already paid are not refundable.

(J) **Delinquency** - Any member who fails to pay annual dues within three months after they are due may be suspended from membership.

(K) **Reinstatement** – Former or suspended members must make application for membership through the same channels as new members.

(L) **Removal.** The Board of Directors for cause may remove members of any classification from the membership by two-thirds vote. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged and has been given reasonable opportunity for defense before the Board of

Directors. Such member, if removed, may appeal the decision of the Board to the Annual Meeting of the Association, providing that notice of intent to appeal is provided to the Secretary at least ten (10) days in advance of the meeting.

(M) **Privileges of the Association** immediately terminate upon suspension, resignation, or expulsion: to wit, such as use of Seal and/or Slogan, reference to membership in any form of advertising, etc.

ARTICLE V - MEETINGS OF THE ASSOCIATION

(A) The time and place of any meetings of the Association shall be determined by the Board of Directors. The last regular meeting of the calendar year shall be the annual meeting, hereinafter referred to as the Annual Meeting, held preferably during November or early December of each year at a location and date designated by the Board of Directors. At least thirty days notice to membership is to be given for such meeting.

(B) Special meetings shall be held when called by the President or at the request of eight or more Active Members made in writing and stating the purpose of the meetings, said request to be delivered to the President and a copy to the Secretary.

(C) Except in the cases of emergency, as determined by the President and the Board of Directors, notice of a special meeting must be sent to each member at least ten days in advance of the meeting and must state the purpose for which the meeting is to be held. Only such businesses as is set forth in the notice shall be acted upon at a special meeting.

(D) At least one third of the Active members in good standing shall constitute a quorum at any meeting.

(E) The proceedings of all meetings of the Association shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order.

ARTICLE VI - ELECTIONS

(A) Board members are elected at the annual meeting. Candidates may be presented by a Nominating Committee appointed by the President or nominated from the floor by active members. There shall not be more than one Board member elected from any firm.

(B) The elections shall take place during the annual meeting at such time as designated by the Board of Directors.

(C) The President shall appoint a committee of not less than two judges to supervise the election.

(D) New Directors will be elected as needed to serve a three (3) year term commencing at the conclusion of the Annual Meeting.

(E) Any Board member may be reelected by the procedure described in Section V(A) at the end of the term.

ARTICLE IV- DIRECTORS AND OFFICERS

(A) **Board of Directors** - There shall be a Board of Directors (herein referred to as the Board) composed of a minimum of seven members and no more than 9 members. Active members elected by the membership as specified above.

(B) **Duties of the Board of Directors** - The Board of Directors shall have full charge of the property, funds, and general management of the affairs of the Association, subject to such instructions as may be given at any duly called meetings of the Association.

The Board may, at their discretion, employ salaried staff, consultants, and counsel or service providers as deemed necessary to accomplish the objectives of the Association. The Board shall specify the terms and conditions of employment or service.

(C) **Meetings** - Meetings of the Board shall be held at such times as the Board of Directors may determine. Special meetings may be called by the President. A majority of the Board of Directors shall constitute a quorum.

(D) **Liaisons** – Non-voting liaisons to the Board may include association employees, consultants, service providers and an elected representative of the Allied Members. The Allied Member liaison shall be elected as needed by a ballot or poll of the Allied Members only and shall serve a three (3) year term. The liaison may be reelected at the discretion of the Allied Members. The Allied Member liaison must be employed by an Allied Member in good standing.

((E) **Vacancies** – Any vacancies on the Board of Directors during the year, except Allied Member liaison, may be filled by the Board of Directors at a meeting called by the Board of Directors for such purpose. In the event the position of Allied Member liaison is vacated prior to the expiration of the term, the runner up from the previous election shall be appointed to fill the unexpired term. If the runner up is no longer able to fulfill the liaison position duties, the Board of Directors may appoint a new Allied Member liaison.

(F) **Officers** - The officers of the Association shall be President, Vice-President and Secretary-Treasurer. All officers of the Association shall be elected by the Board of Directors from the members of the Board.

1. President - The President shall preside at Association and Board meetings and perform the usual duties incident to the office. The President shall be an ex-officio member of all committees.

2. Vice-President - The Vice-President shall perform the duties of the President in the absence of the latter.

3. Secretary-Treasurer – The duties of the Secretary-Treasurer may be conveyed to an Executive Secretary employed by the Board. The Board will determine the terms and conditions of employment.

The Secretary-Treasurer shall conduct correspondence, keep records of the Association, and receive and disburse funds of the Association. All disbursements of funds of the Association must be approved by the Board, or by the President when designated to do so by a majority vote of the Board. The Secretary-Treasurer shall keep a complete roll of members and books of account that shall be open to inspection by any officer or director. The Secretary-Treasurer shall report at each regular meeting the money on hand, receipts, disbursements, money due, outstanding obligations and resources of the Association. (G) The Association reserves the right to terminate the tenure of office of all officers or directors who are not functioning in the line with the most ethical practices of their office, by a two-thirds vote of the entire membership of the Association.

ARTICLE VII- ORDER OF BUSINESS

The order of business for all meetings of the Association shall be as follows:

1. Call to order and roll call
2. Action on minutes
3. Receiving of communications
4. Reports from officers
5. Reports from committees
6. Unfinished business
7. New business
8. Election of the officers and directors
9. Industry and pest problems

ARTICLE VIII- COMMITTEES

(A) The President shall appoint such committees as may be necessary or advisable to carry on the work of the Association, except elective committees as may from time to time be determined by the Association.

ARTICLE IX - REVENUES AND DISBURSEMENTS

All appropriations or expenditures shall be made by the vote of the Association or the Board of Directors. No officer, director, committee member or employee of the Association shall contract any obligation or incur any debt on behalf of the Association or in any way render it liable unless authorized by a vote of the Board of Directors.

ARTICLE X - ETHICS

The Association subscribes to the Code of Ethics of the National Pest Management Association, which code is adopted as part of this instrument, to wit:

(A) **Relation of Member to Public:** - Advertisements or other solicitations of business of the member shall not use tricky, fraudulent, or misleading wording or methods.

(B) **Relation of Member to Client:** - The Member shall thoroughly analyze the requirements of all clients and conscientiously recommend the means suited for the clients' needs.

(C) **Professional Services:** - The Member upon accepting a contract or service agreement shall render skilled, intelligent, and conscientious service.

(D) **Relation of Member to Competitor:** - The Member shall not publicly criticize the business or private affairs of a competitor.

(E) **Relation of Member to Association:** - The Member shall be loyal to the principles of the Association and active in its advancement.

ARTICLE XI- AMENDMENT OF BY-LAWS

These Bylaws may be revised, altered or amended at any meeting of the Association, by vote of two-thirds of those present and voting at said meeting, provided that ten days notice of proposed action shall have been given to the members in the notice of the meeting.